

MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
Larren M. Nashelsky
Gary S. Lee
Todd M. Goren

*Proposed Counsel for the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**NOTICE OF FILING OF REVISED EXHIBIT B TO
DEBTORS' MOTION FOR INTERIM AND FINAL ORDERS PURSUANT TO
11 U.S.C. §§ 105, 362, 363(b)(1), 363(f), 363(m), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1)
AND 364(e) AND BANKRUPTCY RULES 4001 AND 6004: (I) AUTHORIZING THE
DEBTORS TO (A) ENTER INTO AND PERFORM UNDER RECEIVABLES
PURCHASE AGREEMENTS AND MORTGAGE LOAN PURCHASE AND
CONTRIBUTION AGREEMENTS RELATING TO INITIAL RECEIVABLES AND
MORTGAGE LOANS AND RECEIVABLES POOLING AGREEMENTS RELATING
TO ADDITIONAL RECEIVABLES, AND (B) OBTAIN POSTPETITION FINANCING
ON A SECURED, SUPERPRIORITY BASIS, (II) SCHEDULING A FINAL HEARING
PURSUANT TO BANKRUPTCY RULES 4001(b) AND 4001(c), AND (III) GRANTING
RELATED RELIEF**

PLEASE TAKE NOTICE THAT on May 14, 2012, the debtors and debtors in
possession in the above-captioned cases (collectively, the "Debtors")¹ filed the Debtors' Motion

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC in Support of the Chapter 11 Petitions and First Day Pleadings [Docket No. 6].

for Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 362, 363(b)(1), 363(f), 363(m), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and Bankruptcy Rules 4001 and 6004: (I) Authorizing the Debtors to (A) Enter Into and Perform Under Receivables Purchase Agreements and Mortgage Loan Purchase and Contribution Agreements Relating to Initial Receivables and Mortgage Loans and Receivables Pooling Agreements Relating to Additional Receivables, and (B) Obtain Postpetition Financing on a Secured, Superpriority Basis, (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c), and (III) Granting Related Relief (the “DIP Motion”) [Docket 13].

PLEASE TAKE FURTHER NOTICE THAT the Debtors hereby submit the execution version of the Superpriority Debtor-in-Possession Credit and Guaranty Agreement (the “Credit Agreement”) annexed hereto as Exhibit A. A redline copy of changed pages of the revised Credit Agreement (reflecting changes to the draft annexed to the DIP Motion as Exhibit B) is annexed hereto as Exhibit B.

Dated: May 22, 2012
New York, New York

/s/ Larren M. Nashelsky
Larren M. Nashelsky
Gary S. Lee
Todd M. Goren
MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900

*Proposed Counsel for the Debtors and
Debtors in Possession*